

AbitibiBowater Inc.
Form SC 13D/A
April 20, 2012

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

AMENDMENT NO. 6 TO

SCHEDULE 13D

UNDER THE SECURITIES EXCHANGE ACT OF 1934

AbitibiBowater Inc.

(Name of Issuer)

Common Stock, \$0.001 par value

(Title of Class of Securities)

003687209

(CUSIP Number)

Paul Rivett

Vice President

Fairfax Financial Holdings Limited

95 Wellington Street West, Suite 800

Toronto, Ontario, Canada, M5J 2N7

Edgar Filing: AbitibiBowater Inc. - Form SC 13D/A

Telephone: (416) 367-4941

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

- With a copy to -

Jason R. Lehner

Shearman & Sterling LLP

Commerce Court West

199 Bay Street, Suite 4405

Toronto, Ontario M5L 1E8

Telephone (416) 360-8484

April 17, 2012

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box " .

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 003687209

Page 2 of 76 Pages

(1) Name of Reporting Person

V. Prem Watsa

(2) Check the Appropriate Box if a Member of a Group

(a) (b)

(3) SEC Use Only

(4) Source of Funds

OO

(5) Check box if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e).

(6) Citizenship or Place of Organization

Canada

(7) Sole Voting Power

Number of

Shares

(8) Shared Voting Power

Beneficially

Owned by

18,460,789

Each

(9) Sole Dispositive Power

Reporting

(10) Shared Dispositive Power

Person

With

18,460,789

(11) Aggregate Amount Beneficially Owned by each Reporting Person

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18,460,789

(12) Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) ..

(13) Percent of Class Represented by Amount in Row (11)

19.0%

(14) Type of Reporting Person (See Instructions)

IN

CUSIP No. 003687209

Page 3 of 76 Pages

(1) Name of Reporting Person

1109519 ONTARIO LIMITED

(2) Check the Appropriate Box if a Member of a Group

(a) (b)

(3) SEC Use Only

(4) Source of Funds

OO

(5) Check box if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e).

(6) Citizenship or Place of Organization

Ontario, Canada

(7) Sole Voting Power

Number of

Shares

(8) Shared Voting Power

Beneficially

Owned by

18,460,789

Each

(9) Sole Dispositive Power

Reporting

(10) Shared Dispositive Power

Person

With

18,460,789

(11) Aggregate Amount Beneficially Owned by each Reporting Person

Edgar Filing: AbitibiBowater Inc. - Form SC 13D/A

18,460,789

(12) Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) ..

(13) Percent of Class Represented by Amount in Row (11)

19.0%

(14) Type of Reporting Person (See Instructions)

CO

CUSIP No. 003687209

Page 4 of 76 Pages

(1) Name of Reporting Person

THE SIXTY TWO INVESTMENT COMPANY LIMITED

(2) Check the Appropriate Box if a Member of a Group

(a) (b)

(3) SEC Use Only

(4) Source of Funds

OO

(5) Check box if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e).

(6) Citizenship or Place of Organization

British Columbia

(7) Sole Voting Power

Number of

Shares (8) Shared Voting Power

Beneficially

Owned by 18,460,789

Each (9) Sole Dispositive Power

Reporting (10) Shared Dispositive Power

Person

With 18,460,789

(11) Aggregate Amount Beneficially Owned by each Reporting Person

Edgar Filing: AbitibiBowater Inc. - Form SC 13D/A

18,460,789

(12) Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) ..

(13) Percent of Class Represented by Amount in Row (11)

19.0%

(14) Type of Reporting Person (See Instructions)

CO

CUSIP No. 003687209

Page 5 of 76 Pages

(1) Name of Reporting Person

810679 ONTARIO LIMITED

(2) Check the Appropriate Box if a Member of a Group

(a) (b)

(3) SEC Use Only

(4) Source of Funds

OO

(5) Check box if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e).

(6) Citizenship or Place of Organization

Ontario, Canada

(7) Sole Voting Power

Number of

Shares (8) Shared Voting Power

Beneficially

Owned by 18,460,789

Each (9) Sole Dispositive Power

Reporting (10) Shared Dispositive Power

Person

With 18,460,789

(11) Aggregate Amount Beneficially Owned by each Reporting Person

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18,460,789

(12) Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) ..

(13) Percent of Class Represented by Amount in Row (11)

19.0%

(14) Type of Reporting Person (See Instructions)

CO

CUSIP No. 003687209

Page 6 of 76 Pages

(1) Name of Reporting Person

FAIRFAX FINANCIAL HOLDINGS LIMITED

(2) Check the Appropriate Box if a Member of a Group

(a) (b)

(3) SEC Use Only

(4) Source of Funds

OO

(5) Check box if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e).

(6) Citizenship or Place of Organization

Canada

(7) Sole Voting Power

Number of

Shares

(8) Shared Voting Power

Beneficially

Owned by

18,460,789

Each

(9) Sole Dispositive Power

Reporting

(10) Shared Dispositive Power

Person

With

18,460,789

(11) Aggregate Amount Beneficially Owned by each Reporting Person

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18,460,789

(12) Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) ..

(13) Percent of Class Represented by Amount in Row (11)

19.0%

(14) Type of Reporting Person (See Instructions)

CO

CUSIP No. 003687209

Page 7 of 76 Pages

(1) Name of Reporting Person

TIG INSURANCE COMPANY

(2) Check the Appropriate Box if a Member of a Group

(a) (b)

(3) SEC Use Only

(4) Source of Funds

OO

(5) Check box if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e).

(6) Citizenship or Place of Organization

California

(7) Sole Voting Power

Number of

Shares

(8) Shared Voting Power

Beneficially

Owned by

1,749,215

Each

(9) Sole Dispositive Power

Reporting

(10) Shared Dispositive Power

Person

With

1,749,215

(11) Aggregate Amount Beneficially Owned by each Reporting Person

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1,749,215

(12) Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) ..

(13) Percent of Class Represented by Amount in Row (11)

1.8%

(14) Type of Reporting Person (See Instructions)

CO

CUSIP No. 003687209

Page 8 of 76 Pages

(1) Name of Reporting Person

FAIRMONT SPECIALTY INSURANCE COMPANY

(2) Check the Appropriate Box if a Member of a Group

(a) (b)

(3) SEC Use Only

(4) Source of Funds

OO

(5) Check box if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e).

(6) Citizenship or Place of Organization

California

(7) Sole Voting Power

Number of

Shares (8) Shared Voting Power

Beneficially

Owned by 99,661

Each (9) Sole Dispositive Power

Reporting (10) Shared Dispositive Power

Person

With 99,661

(11) Aggregate Amount Beneficially Owned by each Reporting Person

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99,661

(12) Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) ..

(13) Percent of Class Represented by Amount in Row (11)

0.1%

(14) Type of Reporting Person (See Instructions)

CO

CUSIP No. 003687209

Page 9 of 76 Pages

(1) Name of Reporting Person

GENERAL FIDELITY INSURANCE COMPANY

(2) Check the Appropriate Box if a Member of a Group

(a) (b)

(3) SEC Use Only

(4) Source of Funds

OO

(5) Check box if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e).

(6) Citizenship or Place of Organization

South Carolina

(7) Sole Voting Power

Number of

Shares (8) Shared Voting Power

Beneficially

Owned by 90,121

Each (9) Sole Dispositive Power

Reporting (10) Shared Dispositive Power

Person

With 90,121

(11) Aggregate Amount Beneficially Owned by each Reporting Person

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90,121

(12) Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) ..

(13) Percent of Class Represented by Amount in Row (11)

0.1%

(14) Type of Reporting Person (See Instructions)

CO

CUSIP No. 003687209

Page 10 of 76 Pages

(1) Name of Reporting Person

THE NORTH RIVER INSURANCE COMPANY

(2) Check the Appropriate Box if a Member of a Group

(a) (b)

(3) SEC Use Only

(4) Source of Funds

OO

(5) Check box if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e).

(6) Citizenship or Place of Organization

New Jersey

(7) Sole Voting Power

Number of

Shares

(8) Shared Voting Power

Beneficially

Owned by

350,100

Each

(9) Sole Dispositive Power

Reporting

(10) Shared Dispositive Power

Person

With

350,100

(11) Aggregate Amount Beneficially Owned by each Reporting Person

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350,100

(12) Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) ..

(13) Percent of Class Represented by Amount in Row (11)

0.4%

(14) Type of Reporting Person (See Instructions)

CO

CUSIP No. 003687209

Page 11 of 76 Pages

(1) Name of Reporting Person

SENECA INSURANCE COMPANY, INC.

(2) Check the Appropriate Box if a Member of a Group

(a) (b)

(3) SEC Use Only

(4) Source of Funds

OO

(5) Check box if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e).

(6) Citizenship or Place of Organization

New York

(7) Sole Voting Power

Number of

Shares

(8) Shared Voting Power

Beneficially

Owned by

350,000

Each

(9) Sole Dispositive Power

Reporting

(10) Shared Dispositive Power

Person

With

350,000

(11) Aggregate Amount Beneficially Owned by each Reporting Person

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350,000

(12) Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) ..

(13) Percent of Class Represented by Amount in Row (11)

0.4%

(14) Type of Reporting Person (See Instructions)

CO

CUSIP No. 003687209

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(1) Name of Reporting Person

ODYSSEY REINSURANCE COMPANY

(2) Check the Appropriate Box if a Member of a Group

(a) (b)

(3) SEC Use Only

(4) Source of Funds

OO

(5) Check box if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e).

(6) Citizenship or Place of Organization

Connecticut

(7) Sole Voting Power

Number of

Shares (8) Shared Voting Power

Beneficially

Owned by 5,630,638

Each (9) Sole Dispositive Power

Reporting (10) Shared Dispositive Power

Person

With 5,630,638

(11) Aggregate Amount Beneficially Owned by each Reporting Person

Edgar Filing: AbitibiBowater Inc. - Form SC 13D/A

5,630,638

(12) Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) ..

(13) Percent of Class Represented by Amount in Row (11)

5.8%

(14) Type of Reporting Person (See Instructions)

CO

CUSIP No. 003687209

Page 13 of 76 Pages

(1) Name of Reporting Person

CLEARWATER INSURANCE COMPANY

(2) Check the Appropriate Box if a Member of a Group

(a) (b)

(3) SEC Use Only

(4) Source of Funds

OO

(5) Check box if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e).

(6) Citizenship or Place of Organization

Delaware

(7) Sole Voting Power

Number of

Shares

(8) Shared Voting Power

Beneficially

Owned by

1,590,488

Each

(9) Sole Dispositive Power

Reporting

(10) Shared Dispositive Power

Person

With

1,590,488

(11) Aggregate Amount Beneficially Owned by each Reporting Person

Edgar Filing: AbitibiBowater Inc. - Form SC 13D/A

1,590,488

(12) Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) ..

(13) Percent of Class Represented by Amount in Row (11)

1.6%

(14) Type of Reporting Person (See Instructions)

CO

CUSIP No. 003687209

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(1) Name of Reporting Person

UNITED STATES FIRE INSURANCE COMPANY

(2) Check the Appropriate Box if a Member of a Group

(a) (b)

(3) SEC Use Only

(4) Source of Funds

OO

(5) Check box if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e).

(6) Citizenship or Place of Organization

Delaware

(7) Sole Voting Power

Number of

Shares (8) Shared Voting Power

Beneficially

Owned by 744,431

Each (9) Sole Dispositive Power

Reporting (10) Shared Dispositive Power

Person

With 744,431

(11) Aggregate Amount Beneficially Owned by each Reporting Person

Edgar Filing: AbitibiBowater Inc. - Form SC 13D/A

744,431

(12) Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) ..

(13) Percent of Class Represented by Amount in Row (11)

0.8%

(14) Type of Reporting Person (See Instructions)

CO

CUSIP No. 003687209

Page 15 of 76 Pages

(1) Name of Reporting Person

NORTHBRIDGE COMMERCIAL INSURANCE CORPORATION

(2) Check the Appropriate Box if a Member of a Group

(a) (b)

(3) SEC Use Only

(4) Source of Funds

OO

(5) Check box if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e).

(6) Citizenship or Place of Organization

Canada

(7) Sole Voting Power

Number of

Shares

(8) Shared Voting Power

Beneficially

Owned by

698,435

Each

(9) Sole Dispositive Power

Reporting

(10) Shared Dispositive Power

Person

With

698,435

(11) Aggregate Amount Beneficially Owned by each Reporting Person

Edgar Filing: AbitibiBowater Inc. - Form SC 13D/A

698,435

(12) Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) ..

(13) Percent of Class Represented by Amount in Row (11)

0.7%

(14) Type of Reporting Person (See Instructions)

CO

CUSIP No. 003687209

Page 16 of 76 Pages

(1) Name of Reporting Person

NORTHBRIDGE INDEMNITY INSURANCE CORPORATION

(2) Check the Appropriate Box if a Member of a Group

(a) (b)

(3) SEC Use Only

(4) Source of Funds

OO

(5) Check box if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e).

(6) Citizenship or Place of Organization

Canada

(7) Sole Voting Power

Number of

Shares

(8) Shared Voting Power

Beneficially

Owned by

432,498

Each

(9) Sole Dispositive Power

Reporting

(10) Shared Dispositive Power

Person

With

432,498

(11) Aggregate Amount Beneficially Owned by each Reporting Person

Edgar Filing: AbitibiBowater Inc. - Form SC 13D/A

432,498

(12) Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) ..

(13) Percent of Class Represented by Amount in Row (11)

0.5%

(14) Type of Reporting Person (See Instructions)

CO

CUSIP No. 003687209

Page 17 of 76 Pages

(1) Name of Reporting Person

FEDERATED INSURANCE COMPANY OF CANADA

(2) Check the Appropriate Box if a Member of a Group

(a) (b)

(3) SEC Use Only

(4) Source of Funds

OO

(5) Check box if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e).

(6) Citizenship or Place of Organization

Canada

(7) Sole Voting Power

Number of

Shares (8) Shared Voting Power

Beneficially

Owned by 175,253

Each (9) Sole Dispositive Power

Reporting (10) Shared Dispositive Power

Person

With 175,253

(11) Aggregate Amount Beneficially Owned by each Reporting Person

Edgar Filing: AbitibiBowater Inc. - Form SC 13D/A

175,253

(12) Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) ..

(13) Percent of Class Represented by Amount in Row (11)

0.2%

(14) Type of Reporting Person (See Instructions)

CO

CUSIP No. 003687209

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(1) Name of Reporting Person

NORTHBRIDGE GENERAL INSURANCE CORPORATION

(2) Check the Appropriate Box if a Member of a Group

(a) (b)

(3) SEC Use Only

(4) Source of Funds

OO

(5) Check box if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e).

(6) Citizenship or Place of Organization

Canada

(7) Sole Voting Power

Number of

Shares

(8) Shared Voting Power

Beneficially

Owned by

1,253,325

Each

(9) Sole Dispositive Power

Reporting

(10) Shared Dispositive Power

Person

With

1,253,325

(11) Aggregate Amount Beneficially Owned by each Reporting Person

Edgar Filing: AbitibiBowater Inc. - Form SC 13D/A

1,253,325

(12) Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) ..

(13) Percent of Class Represented by Amount in Row (11)

1.3%

(14) Type of Reporting Person (See Instructions)

CO

CUSIP No. 003687209

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(1) Name of Reporting Person

NORTHBRIDGE PERSONAL INSURANCE CORPORATION

(2) Check the Appropriate Box if a Member of a Group

(a) (b)

(3) SEC Use Only

(4) Source of Funds

OO

(5) Check box if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e).

(6) Citizenship or Place of Organization

Canada

(7) Sole Voting Power

Number of

Shares (8) Shared Voting Power

Beneficially

Owned by 344,477

Each (9) Sole Dispositive Power

Reporting (10) Shared Dispositive Power

Person

With 344,477

(11) Aggregate Amount Beneficially Owned by each Reporting Person

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344,477

(12) Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) ..

(13) Percent of Class Represented by Amount in Row (11)

0.4%

(14) Type of Reporting Person (See Instructions)

CO

(1) Name of Reporting Person

ZENITH INSURANCE COMPANY

(2) Check the Appropriate Box if a Member of a Group

(a) (b)

(3) SEC Use Only

(4) Source of Funds

OO

(5) Check box if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e).

(6) Citizenship or Place of Organization

California

(7) Sole Voting Power

Number of

Shares

(8) Shared Voting Power

Beneficially

Owned by

750,748

Each

(9) Sole Dispositive Power

Reporting

(10) Shared Dispositive Power

Person

With

750,748

(11) Aggregate Amount Beneficially Owned by each Reporting Person

750,748

(12) Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

(13) Percent of Class Represented by Amount in Row (11)

0.8%

(14) Type of Reporting Person (See Instructions)

CO

(1) Name of Reporting Person

FAIRFAX (BARBADOS) INTERNATIONAL CORP.

(2) Check the Appropriate Box if a Member of a Group

(a) (b)

(3) SEC Use Only

(4) Source of Funds

OO

(5) Check box if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e).

(6) Citizenship or Place of Organization

Barbados

(7) Sole Voting Power

Number of

Shares

(8) Shared Voting Power

Beneficially

Owned by

4,989,109

Each

(9) Sole Dispositive Power

Reporting

(10) Shared Dispositive Power

Person

With

4,989,109

(11) Aggregate Amount Beneficially Owned by each Reporting Person

4,989,109

(12) Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

(13) Percent of Class Represented by Amount in Row (11)

5.1%

(14) Type of Reporting Person (See Instructions)

CO

(1) Name of Reporting Person

WENTWORTH INSURANCE COMPANY LTD.

(2) Check the Appropriate Box if a Member of a Group

(a) (b)

(3) SEC Use Only

(4) Source of Funds

OO

(5) Check box if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e).

(6) Citizenship or Place of Organization

Barbados

(7) Sole Voting Power

Number of

Shares

(8) Shared Voting Power

Beneficially

Owned by

951,200

Each

(9) Sole Dispositive Power

Reporting

(10) Shared Dispositive Power

Person

With

951,200

(11) Aggregate Amount Beneficially Owned by each Reporting Person

951,200

(12) Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

(13) Percent of Class Represented by Amount in Row (11)

1.0%

(14) Type of Reporting Person (See Instructions)

CO

This Amendment No. 6 amends the Schedule 13D filed with the Securities and Exchange Commission on April 11, 2008 by V. Prem Watsa, 1109519 Ontario Limited, The Sixty Two Investment Company Limited, 810679 Ontario Limited, Fairfax Financial Holdings Limited (Fairfax), TIG Insurance Company, The North River Insurance Company, Odyssey Reinsurance Company, United States Fire Insurance Company, Northbridge Commercial Insurance Corporation (formerly Markel Insurance Company of Canada), Northbridge Indemnity Insurance Corporation (formerly Commonwealth Insurance Company), Federated Insurance Company of Canada, Northbridge General Insurance Corporation (formerly Lombard General Insurance Company of Canada), Northbridge Personal Insurance Corporation (formerly Lombard Insurance Company) and Zenith Insurance Company, as amended by Amendment No. 1 to the Schedule 13D filed on October 17, 2008, Amendment No. 2 to the Schedule 13D filed on March 23, 2009, Amendment No. 3 to the Schedule 13D filed on December 27, 2010, Amendment No. 4 to the Schedule 13D filed on January 14, 2011 and Amendment No. 5 to the Schedule 13D filed on December 6, 2011.

Amendment No. 1 to the Schedule 13D related to the election by AbitibiBowater Inc., a Delaware corporation (AbitibiBowater), pursuant to the terms of the Notes (as defined in Item 3 herein), to pay interest on the Notes on the October 15, 2008 interest payment date entirely by increasing the principal amount of the Notes in lieu of paying cash interest on the Notes.

Amendment No. 2 to the Schedule 13D was filed to report that Fairfax had entered into a Support Agreement and a Firm Commitment Agreement related to a recapitalization proposal of AbitibiBowater with respect to its Abitibi-Consolidated Inc. subsidiary.

Amendment No. 3 to the Schedule 13D was filed as a result of the issuance of new shares (the Shares) of common stock, \$0.001 par value, of AbitibiBowater to the Reporting Persons (as defined in Item 2 herein) in connection with the emergence from bankruptcy and reorganization of AbitibiBowater and certain of its affiliates (the Reorganization). Pursuant to the Second Amended Joint Plan of Reorganization under Chapter 11 of the Bankruptcy Code, dated as of November 23, 2010, among AbitibiBowater and certain of its affiliates and the debtors named therein (the Plan), the Reporting Persons received an aggregate of 11,687,314 Shares in partial consideration of their claims arising from their ownership of debt securities of AbitibiBowater and its affiliates.

Amendment No. 4 to the Schedule 13D was filed in order to amend Items 2, 3, 4, 5 and 6 of the Schedule 13D.

Amendment No. 5 to the Schedule 13D was filed as a result of the entry by Fairfax into a lock-up agreement with AbitibiBowater in connection with AbitibiBowater's intended take-over bid (the Take-Over Bid) to acquire all of the issued and outstanding shares of Fibrek Inc., (Fibrek) (of which Fairfax and/or one or more of the Reporting Persons is a shareholder) pursuant to which lock-up agreement Fairfax agreed to receive its consideration in the form of either cash or a mix of cash and AbitibiBowater common shares in the event the take-over bid is completed. Such transactions could, if completed and Fairfax or any of the Reporting Persons (defined herein) receive consideration in the form of AbitibiBowater common shares, result in an increased beneficial ownership interest by Fairfax and the Reporting Persons in AbitibiBowater's common shares.

This Amendment No. 6 to the Schedule 13D is being filed in connection with the completion of the Take-Over Bid pursuant to which Fairfax received certain consideration in the form of Shares.

The following amendments to Items 2, 5 and 7 of the Schedule 13D are hereby made:

Item 2. Identity and Background

Item 2 of the Schedule 13D is hereby amended in its entirety to read as follows, and in addition Annexes A, B, C, D, E, F, G, H, I, J, K, L, M, N, O, P, Q and R are replaced with the Annexes A, B, C, D, E, F, G, H, I, J, K, L, M, N, O, P, Q, R, S, and T hereto annexed:

This statement is being jointly filed by the following persons (collectively, the Reporting Persons):

1. V. Prem Watsa, an individual, is a citizen of Canada. Mr. Watsa's business address is 95 Wellington Street West, Suite 800, Toronto, Ontario, Canada, M5J 2N7;
2. 1109519 Ontario Limited (1109519), a corporation incorporated under the laws of Ontario, is controlled by V. Prem Watsa. The principal business of 1109519 is as an investment holding company. The principal business address and principal office address of 1109519 is 95 Wellington Street West, Suite 800, Toronto, Ontario, Canada, M5J 2N7;
3. The Sixty Two Investment Company Limited (Sixty Two), a corporation incorporated under the laws of British Columbia, is controlled by V. Prem Watsa. The principal business of Sixty Two is as an investment holding company. The principal business address and principal office address of Sixty Two is 1600 Cathedral Place, 925 West Georgia St., Vancouver, British Columbia, Canada, V6C 3L3;
4. 810679 Ontario Limited (810679), a corporation incorporated under the laws of Ontario, is controlled by V. Prem Watsa. The principal business of 810679 is as an investment holding company. The principal business address and principal office address of 810679 is 95 Wellington Street West, Suite 800, Toronto, Ontario, Canada, M5J 2N7;
5. Fairfax Financial Holdings Limited (Fairfax), a corporation incorporated under the laws of Canada, is controlled by Sixty Two, 1109519 and V. Prem Watsa. Fairfax is a financial services holding company. The principal business and principal office address of Fairfax is 95 Wellington Street West, Suite 800, Toronto, Ontario, Canada, M5J 2N7;
6. TIG Insurance Company (TIG), a corporation incorporated under the laws of California, is a wholly-owned subsidiary of Fairfax. The principal business of TIG is property/casualty insurance. The principal business address and principal office address of TIG is 250 Commercial Street, Suite 5000, Manchester, New Hampshire 03101;

7. Fairmont Specialty Insurance Company (Fairmont), a corporation incorporated under the laws of California, is a wholly-owned subsidiary of TIG. The principal business of Fairmont is property/casualty insurance. The principal business address and principal office address of Fairmont is 250 Commercial Street, Suite 5000, Manchester, New Hampshire 03101;

8. General Fidelity Insurance Company (General Fidelity), a corporation incorporated under the laws of South Carolina, is a wholly-owned subsidiary of TIG. The principal business of General Fidelity is property/casualty insurance. The principal business address and principal office address of General Fidelity is 250 Commercial Street, Suite 5000, Manchester, New Hampshire 03101;

9. The North River Insurance Company (North River), a corporation incorporated under the laws of New Jersey, is a wholly-owned subsidiary of Fairfax. The principal business of North River is insurance. The principal business address and principal office address of North River is 305 Madison Avenue, Morristown, New Jersey 07962;

10. Seneca Insurance Company, Inc. (Seneca), a corporation incorporated under the laws of New York, is a wholly-owned subsidiary of North River. The principal business of Seneca is insurance. The principal business address and principal office address of Seneca is 160 Water Street, New York, NY 10038;

11. Odyssey Reinsurance Company (ORC), a corporation incorporated under the laws of Connecticut, is a wholly-owned subsidiary of Fairfax. The principal business of ORC is reinsurance. The principal business address and principal office address of ORC is 300 First Stamford Place, Stamford, Connecticut 06902;

12. Clearwater Insurance Company (Clearwater), a corporation incorporated under the laws of Delaware, is a wholly-owned subsidiary of Fairfax. The principal business of Clearwater is reinsurance. The principal business address and principal office address of Clearwater is 300 First Stamford Place, Stamford, Connecticut 06902;

13. United States Fire Insurance Company (US Fire), a corporation incorporated under the laws of Delaware, is a wholly-owned subsidiary of Fairfax. The principal business of US Fire is property/casualty insurance. The principal business and principal office address of US Fire is 305 Madison Ave., Morristown, New Jersey 07962;

14. Northbridge Commercial Insurance Corporation (formerly Markel Insurance Company of Canada) (Northbridge Commercial), a corporation incorporated under the laws of Canada, is a wholly-owned subsidiary of Fairfax. The principal business of Northbridge Commercial is property/casualty insurance. The principal business address and principal office address of Northbridge Commercial is 55 University Avenue, Suite 1500, Toronto, Ontario, Canada, M5J 2H7;

15. Northbridge Indemnity Insurance Corporation (formerly Commonwealth Insurance Company) (Northbridge Indemnity), a corporation incorporated under the laws of Canada, is a wholly-owned subsidiary of Fairfax. The principal business of Northbridge Indemnity is property/casualty insurance. The principal business address and principal office address of Northbridge Indemnity is 595 Burrard Street, Suite 1500, Box 49115 Bentall Tower III, Vancouver, BC, Canada, V7X 1G4;

16. Federated Insurance Company of Canada (Federated), a corporation incorporated under the laws of Canada, is a wholly-owned subsidiary of Fairfax. The principal business of Federated is property/casualty insurance. The principal business address and principal office address of Federated is 717 Portage Ave., Winnipeg, Manitoba, Canada, R3C 3C9;

17. Northbridge General Insurance Corporation (formerly Lombard General Insurance Company of Canada) (Northbridge General), a corporation incorporated under the laws of Canada, is a wholly-owned subsidiary of Fairfax. The principal business of Northbridge General is property/casualty insurance. The principal business address and principal office address of Northbridge General is 105 Adelaide Street West, 3rd Floor, Toronto, Ontario, Canada M5H 1P9;

18. Northbridge Personal Insurance Corporation (formerly Lombard Insurance Company) (Northbridge Personal), a corporation incorporated under the laws of Canada, is a wholly-owned subsidiary of Northbridge General. The principal business of Northbridge Personal is property/casualty insurance. The principal business address and principal office address of Northbridge Personal is 105 Adelaide Street West, 3rd Floor, Toronto, Ontario, Canada M5H 1P9;

19. Zenith Insurance Company (Zenith), a corporation incorporated under the laws of California, is a wholly-owned subsidiary of Fairfax. The principal business of Zenith is workers compensation insurance. The principal business and principal office address of Zenith is 21255 Califa Street, Woodland Hills, California 91367-5021; and

20. Fairfax (Barbados) International Corp. (FBIC), a corporation established under the laws of Barbados, is a wholly-owned subsidiary of Fairfax. The principal business of FBIC is as an investment holding company. The principal business and principal office address of FBIC is #12 Pine Commercial, The Pine, St Michael, Barbados, WI, BB11103.

21. Wentworth Insurance Company Ltd. (Wentworth), a corporation established under the laws of Barbados, is a wholly-owned subsidiary of Fairfax. The principal business of Wentworth is reinsurance. The principal business and principal office address of Wentworth is #12 Pine Commercial, #12 Pine Commercial, The Pine, St Michael, Barbados, WI, BB11103.

Neither the filing of this Schedule 13D nor the information contained herein shall be deemed to constitute an affirmation by V. Prem Watsa, 1109519, Sixty Two, 810679, Fairfax, TIG, Fairmont, General Fidelity, North River, Seneca, ORC, Clearwater, US Fire, Northbridge Commercial, Northbridge Indemnity, Federated, Northbridge General, Northbridge Personal, Zenith, FBIC or Wentworth that such person is the beneficial owner of the Shares referred to herein for purposes of Section 13(d) or 13(g) of the Securities Exchange Act of 1934, as amended (the Exchange Act), or for any other purpose, and such beneficial ownership is expressly disclaimed.

The name, present principal occupation or employment and name, principal business and address of any corporation or other organization in which such employment is conducted and the citizenship of each executive officer and director of each of the Reporting Persons is set forth in Annex A, B, C, D, E, F, G, H, I, J, K, L, M, N, O, P, Q, R, S or T as the case may be, and such Annexes are incorporated herein by reference.

Pursuant to Rule 13d-1(k) under the Exchange Act, the Reporting Persons have agreed to file jointly one statement with respect to their ownership of the Shares.

During the last five years, none of the Reporting Persons, and, to the best of each such Reporting Person's knowledge, none of the persons listed in Annex A, B, C, D, E, F, G, H, I, J, K, L, M, N, O, P, Q, R, S, or T have been (a) convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (b) a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Item 5. Interest in the Securities of the Issuer

Item 5 of the Schedule 13D is hereby amended in its entirety to read as follows:

(a) Based on the most recent information available, the aggregate number and percentage of the Shares (the securities identified by Item 1 of this Schedule 13D) that are beneficially owned by each of the Reporting Persons is set forth in boxes 11 and 13 of the second part of the cover page to this Schedule 13D for each of the Reporting Persons, and such information is incorporated herein by reference.

The percentage of the Shares beneficially owned by each of the Reporting Persons was calculated based on 97,092,382 Shares issued and outstanding. See Item 6 herein.

(b) The number of Shares as to which each of the Reporting Persons has sole voting power, shared voting power, sole dispositive power and shared dispositive power is set forth in boxes 7, 8, 9 and 10, respectively, on the second part of the cover page to this Schedule 13D for each of the Reporting Persons, and such information is incorporated herein by reference.

(c) Except as described herein, none of the Reporting Persons, nor, to the best knowledge of the Reporting Persons, any person listed in Annex A, B, C, D, E, F, G, H, I, J, K, L, M, N, O, P, Q, R, S or T beneficially owns, or during the last 60 days has acquired or disposed of, any Shares.

(d) No person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, Shares held by the Reporting Persons other than each of the Reporting Persons, and in respect of 50,623 Shares, certain pension plans of certain subsidiaries of Fairfax.

(e) Not applicable.

Item 7. Material to be filed as Exhibits

Item 7 of the Schedule 13D is hereby amended by the addition of the following exhibits to the end thereof:

- Ex. 6.1 Joint filing agreement dated as of April 19, 2012 among V. Prem Watsa, 1109519 Ontario Limited, The Sixty Two Investment Company Limited, 810679 Ontario Limited, Fairfax Financial Holdings Limited, TIG Insurance Company, Fairmont Specialty Insurance Company, General Fidelity Insurance Company, The North River Insurance Company, Seneca Insurance Company, Inc., Odyssey Reinsurance Company, Clearwater Insurance Company, United States Fire Insurance Company, Northbridge Commercial Insurance Corporation (formerly Markel Insurance Company of Canada), Northbridge Indemnity Insurance Corporation (formerly Commonwealth Insurance Company), Federated Insurance Company of Canada, Northbridge General Insurance Corporation (formerly Lombard General Insurance Company of Canada), Northbridge General Insurance Corporation (formerly Lombard Insurance Company), Zenith Insurance Company, Fairfax (Barbados) International Corp. and Wentworth Insurance Company Ltd.

SIGNATURES

After reasonable inquiry and to the best knowledge and belief of the undersigned, such person certifies that the information set forth in this statement with respect to such person is true, complete and correct.

IN WITNESS WHEREOF, the undersigned have executed this instrument as of this 19th day of April, 2012.

V. PREM WATSA

/s/ V. Prem Watsa

1109519 ONTARIO LIMITED

By: /s/ V. Prem Watsa
Name: V. Prem Watsa
Title: President

THE SIXTY TWO INVESTMENT COMPANY
LIMITED

By: /s/ V. Prem Watsa
Name: V. Prem Watsa
Title: President

810679 ONTARIO LIMITED

By: /s/ V. Prem Watsa
Name: V. Prem Watsa
Title: President

FAIRFAX FINANCIAL HOLDINGS LIMITED

By: /s/ V. Prem Watsa
Name: V. Prem Watsa
Title: Chairman and Chief Executive Officer

TIG INSURANCE COMPANY

By: /s/ John J. Bator
Name: John J. Bator
Title: Senior Vice President &

Chief Financial Officer

FAIRMONT SPECIALTY INSURANCE COMPANY

By: /s/ John J. Bator
Name: John J. Bator
Title: Senior Vice President &

Chief Financial Officer

GENERAL FIDELITY INSURANCE COMPANY

By: /s/ John J. Bator
Name: John J. Bator
Title: Senior Vice President &

Chief Financial Officer

THE NORTH RIVER INSURANCE COMPANY

By: /s/ Paul Bassaline
Name: Paul Bassaline
Title: Vice President & Controller

UNITED STATES FIRE INSURANCE COMPANY

By: /s/ Paul Bassaline
Name: Paul Bassaline
Title: Vice President & Controller

ODYSSEY REINSURANCE COMPANY

By: /s/ Kirk M. Reische
Name: Kirk M. Reische
Title: Vice President

CLEARWATER INSURANCE COMPANY

By: /s/ Kirk M. Reische
Name: Kirk M. Reische
Title: Vice President

NORTHBRIDGE COMMERCIAL INSURANCE
CORPORATION

By: /s/ Craig Pinnock
Name: Craig Pinnock
Title: Chief Financial Officer

NORTHBRIDGE INDEMNITY INSURANCE
CORPORATION

By: /s/ Craig Pinnock
Name: Craig Pinnock
Title: Chief Financial Officer

FEDERATED INSURANCE COMPANY OF CANADA

By: /s/ Craig Pinnock
Name: Craig Pinnock
Title: Chief Financial Officer

NORTHBRIDGE GENERAL INSURANCE
CORPORATION

By: /s/ Craig Pinnock
Name: Craig Pinnock
Title: Chief Financial Officer

NORTHBRIDGE PERSONAL INSURANCE
CORPORATION

By: /s/ Craig Pinnock
Name: Craig Pinnock
Title: Chief Financial Officer

ZENITH INSURANCE COMPANY

By: /s/ Michael Jansen

Name: Michael Jansen

Title: Executive Vice President and General
Counsel

SENECA INSURANCE COMPANY, INC.

By: /s/ James V. Kraus
Name: James V. Kraus
Title: Assistant Vice President

FAIRFAX (BARBADOS) INTERNATIONAL
CORP.

By: /s/ Janice Burke
Name: Janice Burke
Title: Vice President and General Manager

WENTWORTH INSURANCE COMPANY LTD.

By: /s/ Janice Burke
Name: Janice Burke
Title: Vice President and General Manager

Annex Index

Annex	Description
A	Directors and Executive Officers of 1109519 Ontario Limited
B	Directors and Executive Officers of The Sixty Two Investment Company Limited
C	Directors and Executive Officers of 810679 Ontario Limited
D	Directors and Executive Officers of Fairfax Financial Holdings Limited
E	Directors and Executive Officers of TIG Insurance Company
F	Directors and Executive Officers of The North River Insurance Company
G	Directors and Executive Officers of Odyssey Reinsurance Company
H	Directors and Executive Officers of United States Fire Insurance Company
I	Directors and Executive Officers of Northbridge Commercial Insurance Corporation
J	Directors and Executive Officers of Northbridge Indemnity Insurance Corporation
K	Directors and Executive Officers of Federated Insurance Company of Canada
L	Directors and Executive Officers of Northbridge General Insurance Corporation
M	Directors and Executive Officers of Northbridge Personal Insurance Corporation
N	Directors and Executive Officers of Zenith Insurance Company
O	Directors and Executive Officers of Fairmont Specialty Insurance Company
P	Directors and Executive Officers of General Fidelity Insurance Company
Q	Directors and Executive Officers of Seneca Insurance Company, Inc.
R	Directors and Executive Officers of Clearwater Insurance Company
S	Directors and Executive Officers of Fairfax (Barbados) International Corp.
T	Directors and Executive Officers of Wentworth Insurance Company Ltd.

DIRECTORS AND EXECUTIVE OFFICERS OF**1109519 ONTARIO LIMITED**

The following table sets forth certain information with respect to the directors and executive officers of 1109519 Ontario Limited.

Name	Present Principal Occupation or Employment and the Name, Principal Business and Address of any Corporation or other Organization in which such employment is conducted	Citizenship
V. Prem Watsa (President and Director)	Chairman and Chief Executive Officer, Fairfax Financial Holdings Limited 95 Wellington Street West Suite 800 Toronto, Ontario M5J 2N7	Canadian
Eric P. Salsberg (Assistant Secretary)	Vice President, Corporate Affairs, Fairfax Financial Holdings Limited	Canadian

**DIRECTORS AND EXECUTIVE OFFICERS OF
THE SIXTY TWO INVESTMENT COMPANY LIMITED**

The following table sets forth certain information with respect to the directors and executive officers of The Sixty Two Investment Company Limited.

Name	Present Principal Occupation or Employment and the Name, Principal Business and Address of any Corporation or other Organization in which such employment is conducted	Citizenship
V. Prem Watsa (President and Director)	Chairman and Chief Executive Officer, Fairfax Financial Holdings Limited 95 Wellington Street West Suite 800 Toronto, Ontario M5J 2N7	Canadian
Eric P. Salsberg (Assistant Secretary and Director)	Vice President, Corporate Affairs, Fairfax Financial Holdings Limited	Canadian

DIRECTORS AND EXECUTIVE OFFICERS OF**810679 ONTARIO LIMITED**

The following table sets forth certain information with respect to the directors and executive officers of 810679 Ontario Limited.

Name	Present Principal Occupation or Employment and the Name, Principal Business and Address of any Corporation or other Organization in which such employment is conducted	Citizenship
V. Prem Watsa (President and Director)	Chairman and Chief Executive Officer, Fairfax Financial Holdings Limited 95 Wellington Street West Suite 800 Toronto, Ontario M5J 2N7	Canadian
Eric P. Salsberg (Assistant Secretary)	Vice President, Corporate Affairs, Fairfax Financial Holdings Limited	Canadian

**DIRECTORS AND EXECUTIVE OFFICERS OF
FAIRFAX FINANCIAL HOLDINGS LIMITED**

The following table sets forth certain information with respect to the directors and executive officers of Fairfax Financial Holdings Limited.

Name	Present Principal Occupation or Employment and the Name, Principal Business and Address of any Corporation or other Organization in which such employment is conducted	Citizenship
V. Prem Watsa (Chairman and Chief Executive Officer)	Chairman and Chief Executive Officer, Fairfax Financial Holdings Limited 95 Wellington Street West Suite 800 Toronto, Ontario M5J 2N7	Canadian
Anthony Griffiths (Director)	Independent Business Consultant Toronto, Ontario, Canada	Canadian
Robert Gunn (Director)	Independent Business Consultant Toronto, Ontario, Canada	Canadian
Brandon W. Sweitzer (Director)	Senior Advisor to the President of the Chamber of Commerce of The United States 1615 H Street, NW Washington, DC 20062	United States
Alan D. Horn (Director)	Chairman, Rogers Communications Inc. and President and Chief Executive Officer, Rogers Telecommunications Limited Toronto, Ontario, Canada	Canadian
Timothy R. Price (Director)	Chairman of Brookfield Funds Brookfield Asset Management Inc. Brookfield Place, Suite 300 181 Bay Street Toronto, ON M5J 2T3	Canadian
John Varnell (Vice President and Chief Financial Officer)	Vice President and Chief Financial Officer,	Canadian

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Eric P. Salsberg	Fairfax Financial Holdings Limited	
	Vice President, Corporate Affairs,	Canadian
(Vice President, Corporate Affairs)	Fairfax Financial Holdings Limited	

Name	Present Principal Occupation or Employment and the Name, Principal Business and Address of any Corporation or other Organization in which such employment is conducted	Citizenship
Paul Rivett (Vice President)	Vice President, Fairfax Financial Holdings Limited	Canadian
Bradley P. Martin (Vice President, Strategic Investments)	Vice President, Strategic Investments, Fairfax Financial Holdings Limited	Canadian

**DIRECTORS AND EXECUTIVE OFFICERS OF
TIG INSURANCE COMPANY**

The following table sets forth certain information with respect to the directors and executive officers of TIG Insurance Company.

Name	Present Principal Occupation or Employment and the Name, Principal Business and Address of any Corporation or other Organization in which such employment is conducted	Citizenship
Nicholas C. Bentley (Chairman, Chief Executive Officer, President and Director)	Manager, President and Chief Executive Officer, Riverstone Resources LLC 250 Commercial Street, Suite 5000 Manchester, NH 03101	United Kingdom
John M. Parker (Senior Vice President and Director)	Senior Vice President, Riverstone Resources LLC 250 Commercial Street, Suite 5000 Manchester, NH 03101	United States
John J. Bator (Senior Vice President, Chief Financial Officer and Director)	Senior Vice President and Chief Financial Officer, Riverstone Resources LLC 250 Commercial Street, Suite 5000 Manchester, NH 03101	United States
Frank DeMaria (Senior Vice President and Director)	Senior Vice President, Riverstone Resources LLC 250 Commercial Street, Suite 5000 Manchester, NH 03101	United States
Richard J. Fabian (Senior Vice President, General Counsel and Director)	Senior Vice President and General Counsel, Riverstone Resources LLC 250 Commercial Street, Suite 5000 Manchester, NH 03101	United States
Nina L. Caroselli (Senior Vice President)	Senior Vice President, Riverstone Resources LLC	United States

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250 Commercial Street, Suite 5000

Manchester, NH 03101

**DIRECTORS AND EXECUTIVE OFFICERS OF
THE NORTH RIVER INSURANCE COMPANY**

The following table sets forth certain information with respect to the directors and executive officers of The North River Insurance Company.

Name	Present Principal Occupation or Employment and the Name, Principal Business and Address of any Corporation or other Organization in which such employment is conducted	Citizenship
Douglas M. Libby	President and Chief Executive Officer, Crum & Forster Holdings Corp. and various other insurance subsidiaries, 305 Madison Avenue Morristown, NJ 07962	United States
(President, Chief Executive Officer, Chairman and Director)		
Mary Jane Robertson	Executive Vice President, Chief Financial Officer and Treasurer, Crum & Forster Holdings Corp. and various other insurance subsidiaries, 305 Madison Avenue Morristown, NJ 07962	United States
(Executive Vice President, Chief Financial Officer, Treasurer and Director)		
Stephen M. Mulready	Executive Vice President United States Fire Insurance Company, 305 Madison Avenue Morristown, NJ 07962	United States
(Executive Vice President and Director)		
Marc J. Adee	President Fairmont Specialty, a division of Crum & Forster 10350 Richmond Avenue, Suites 250/300 Houston, TX 77042	United States
(Senior Vice President)		
Mark G. Brown	Senior Vice President United States Fire Insurance Company 305 Madison Avenue Morristown, NJ 07962	United States
(Senior Vice President)		
Diana Cossetti	Senior Vice President	United States

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(Senior Vice President)

United States Fire Insurance Company

305 Madison Avenue

Morristown, NJ 07962

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Name	Present Principal Occupation or Employment and the Name, Principal Business and Address of any Corporation or other Organization in which such employment is conducted	Citizenship
Gary N. Dubois	President & CEO	United States
(Senior Vice President)	Seneca Insurance Company, Inc.	
	110 William Street	
	New York, NY 10038	
Stephen A. Eisenmann	Senior Vice President	United States
(Senior Vice President)	United States Fire Insurance Company	
	305 Madison Avenue	
	Morristown, NJ 07962	
Donald R. Fischer	Senior Vice President	United States
(Senior Vice President)	United States Fire Insurance Company	
	305 Madison Avenue	
	Morristown, NJ 07962	
Nigel P. Fitzgerald	Senior Vice President	United States
(Senior Vice President)	United States Fire Insurance Company	
	10350 Richmond Avenue, Suites 250/300	
	Houston, TX 77042	
David J. Ghezzi	Senior Vice President	United States
(Senior Vice President)	United States Fire Insurance Company	
	305 Madison Avenue	
	Morristown, NJ 07962	
James V. Kraus	Senior Vice President, General Counsel & Secretary	United States
(Senior Vice President, General Counsel & Secretary)	United States Fire Insurance Company	
	305 Madison Avenue	
	Morristown, NJ 07962	
Matthew W. Kunish	Senior Vice President	United States
(Senior Vice President)	United States Fire Insurance Company	
	305 Madison Avenue	
	Morristown, NJ 07962	

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Lori H. Marino

Senior Vice President

United States

(Senior Vice President)

United States Fire Insurance Company

110 William Street

New York, NY 10038

Name	Present Principal Occupation or Employment and the Name, Principal Business and Address of any Corporation or other Organization in which such employment is conducted	Citizenship
Keith McCarthy	Senior Vice President	United States
(Senior Vice President)	Seneca Insurance Company, Inc.	
	160 Water Street	
	New York, NY 10038	
Ellen C. O Connor	Senior Vice President	United States
(Senior Vice President)	Seneca Insurance Company, Inc.	
	160 Water Street	
	New York, NY 10038	
Mark L. Owens	Senior Vice President	United States
(Senior Vice President)	United States Fire Insurance Company	
	725 South Figueroa Street, Suites 2300/2380	
	Los Angeles, CA 90017	
Donald J. Pickens	Senior Vice President	United States
(Senior Vice President)	United States Fire Insurance Company	
	305 Madison Avenue	
	Morristown, NJ 07962	
Nathan J. Sambul	Senior Vice President	United States
(Senior Vice President)	United States Fire Insurance Company	
	305 Madison Avenue	
	Morristown, NJ 07962	
Chris I. Stormo	Senior Vice President	United States
(Senior Vice President)	United States Fire Insurance Company	
	305 Madison Avenue	
	Morristown, NJ 07962	

**DIRECTORS AND EXECUTIVE OFFICERS OF
ODYSSEY REINSURANCE COMPANY**

The following table sets forth certain information with respect to the directors and executive officers of Odyssey Reinsurance Company.

Name	Present Principal Occupation or Employment and the Name, Principal Business and Address of any Corporation or other Organization in which such employment is conducted	Citizenship
Brian D. Young	President, Chief Executive Officer, and Director	United States
(Chairman of the Board of Directors, President and Chief Executive Officer)	Odyssey Re Holdings Corp. 300 First Stamford Place, Stamford, Connecticut 06902	
Michael G. Wacek	Executive Vice President,	United States
(Executive Vice President and Director)	Odyssey Re Holdings Corp.	
Jan Christiansen	Executive Vice President and Chief Financial Officer,	United States
(Executive Vice President and Director)	Odyssey Re Holdings Corp.	
James B. Salvesen	Senior Vice President and Chief Financial Officer,	United States
(Senior Vice President and Chief Financial Officer)	Odyssey Reinsurance Company	
Peter H. Lovell	Senior Vice President, General Counsel and Corporate Secretary,	United States
(Senior Vice President, General Counsel and Corporate Secretary)	Odyssey Re Holdings Corp.	

**DIRECTORS AND EXECUTIVE OFFICERS OF
UNITED STATES FIRE INSURANCE COMPANY**

The following table sets forth certain information with respect to the directors and executive officers of United States Fire Insurance Company.

Name	Present Principal Occupation or Employment and the Name, Principal Business and Address of any Corporation or other Organization in which such employment is conducted	Citizenship
Douglas M. Libby	President and Chief Executive Officer, Crum & Forster Holdings Corp. and various other insurance subsidiaries, 305 Madison Avenue Morristown, NJ 07962	United States
(President, Chief Executive Officer, Chairman and Director)		
Mary Jane Robertson	Executive Vice President, Chief Financial Officer and Treasurer, Crum & Forster Holdings Corp. and various other insurance subsidiaries 305 Madison Avenue Morristown, NJ 07962	United States
(Executive Vice President, Chief Financial Officer, Treasurer and Director)		
Stephen M. Mulready	Executive Vice President United States Fire Insurance Company 305 Madison Avenue Morristown, NJ 07962	United States
(Executive Vice President and Director)		
Marc J. Adee	President Fairmont Specialty, a division of Crum & Forster 10350 Richmond Avenue, Suites 250/300 Houston, TX 77042	United States
(Senior Vice President)		
Nicole E. Bennett-Smith	Senior Vice President & Chief Information Officer United States Fire Insurance Company 305 Madison Avenue Morristown, NJ 07962	United States
(Senior Vice President & Chief Information Officer)		

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Mark G. Brown	Senior Vice President	United States
(Senior Vice President)	United States Fire Insurance Company	
	305 Madison Avenue	
	Morristown, NJ 07962	
Diana Cossetti	Senior Vice President	United States
(Senior Vice President)	United States Fire Insurance Company	
	305 Madison Avenue	
	Morristown, NJ 07962	
Gary N. Dubois	President & CEO	United States
(Senior Vice President)	Seneca Insurance Company, Inc.	
	110 William Street	
	New York, NY 10038	
Stephen A. Eisenmann	Senior Vice President	United States
(Senior Vice President)	United States Fire Insurance Company	
	305 Madison Avenue	
	Morristown, NJ 07962	
Donald R. Fischer	Senior Vice President	United States
(Senior Vice President)	United States Fire Insurance Company	
	305 Madison Avenue	
	Morristown, NJ 07962	
Nigel P. Fitzgerald	Senior Vice President	United States
(Senior Vice President)	United States Fire Insurance Company	
	10350 Richmond Avenue, Suites 250/300	
	Houston, TX 77042	
David J. Ghezzi	Senior Vice President	United States
(Senior Vice President)	United States Fire Insurance Company	
	305 Madison Avenue	
	Morristown, NJ 07962	
James V. Kraus	Senior Vice President, General Counsel & Secretary	United States

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(Senior Vice President, General
Counsel & Secretary)

United States Fire Insurance Company

305 Madison Avenue

Morristown, NJ 07962

Matthew W. Kunish

Senior Vice President

United States

(Senior Vice President)

United States Fire Insurance Company

305 Madison Avenue

Morristown, NJ 07962

Lori H. Marino	Senior Vice President	United States
(Senior Vice President)	United States Fire Insurance Company	
	110 William Street	
	New York, NY 10038	
Keith McCarthy	Senior Vice President	United States
(Senior Vice President)	Seneca Insurance Company, Inc.	
	160 Water Street	
	New York, NY 10038	
Ellen C. O Connor	Senior Vice President	United States
(Senior Vice President)	Seneca Insurance Company, Inc.	
	160 Water Street	
	New York, NY 10038	
Mark L. Owens	Senior Vice President	United States
(Senior Vice President)	United States Fire Insurance Company	
	725 South Figueroa Street, Suites 2300/2380	
	Los Angeles, CA 90017	
Donald J. Pickens	Senior Vice President	United States
(Senior Vice President)	United States Fire Insurance Company	
	305 Madison Avenue	
	Morristown, NJ 07962	
Jack F. Reddy	Senior Vice President	United States
(Senior Vice President)	United States Fire Insurance Company	
	305 Madison Avenue	
	Morristown, NJ 07962	
Nathan J. Sambul	Senior Vice President	United States
(Senior Vice President)	United States Fire Insurance Company	
	305 Madison Avenue	
	Morristown, NJ 07962	
Chris I. Stormo	Senior Vice President	United States

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(Senior Vice President)

United States Fire Insurance Company

305 Madison Avenue

Morristown, NJ 07962

Richard Yien

Senior Vice President

United States

(Senior Vice President & Chief
Technology Officer)

United States Fire Insurance Company

305 Madison Avenue

Morristown, NJ 07962

**DIRECTORS AND EXECUTIVE OFFICERS OF
NORTHBRIDGE COMMERCIAL INSURANCE CORPORATION**

The following table sets forth certain information with respect to the directors and executive officers of Northbridge Commercial Insurance Corporation.

Name	Present Principal Occupation or Employment and the Name, Principal Business and Address of any Corporation or other Organization in which such employment is conducted	Citizenship
Silvy Wright	President and Chief Executive Officer, Northbridge Financial Corporation 105 Adelaide Street West, 7 th Floor Toronto, Ontario M5H 1P9	Canadian
(Chair of Board, and President & CEO)		
Fabian Richenberger	President, Northbridge Insurance Northbridge Financial Corporation 105 Adelaide Street West, 3rd Floor Toronto, Ontario M5H 1P9	Swiss
(Director, and President, Northbridge Insurance)		
Craig Pinnock	Chief Financial Officer, Northbridge Financial Corporation 105 Adelaide Street West, 7 th Floor Toronto, Ontario M5H 1P9	Canadian
(Director, and Chief Financial Officer)		
Jane Gardner	Executive Vice President, Enterprise Project Management Office Northbridge Financial Corporation 105 Adelaide Street West, 3rd Floor Toronto, Ontario M5H 1P9	Canadian
(Director, and Executive Vice President, Enterprise Project Management Office)		
Bryan S. Smith	Independent Business Consultant and Corporate Director Toronto, Ontario, Canada	Canadian
(Director)		
Robert J. Gunn	Independent Business Consultant and Corporate Director Toronto, Ontario, Canada	Canadian
(Director)		

Name	Present Principal Occupation or Employment and the Name, Principal Business and Address of any Corporation or other Organization in which such employment is conducted	Citizenship
Robert S. Weiss	Independent Business Consultant and Corporate Director	Canadian
(Director)	Toronto, Ontario, Canada	
Blair Manktelow	Chief Actuary,	Canadian
(Chief Actuary)	Northbridge Financial Corporation	
	105 Adelaide Street West, 7 th Floor	
	Toronto, Ontario M5H 1P9	
Gary Quon	Chief Corporate Development Officer	Canadian
(Chief Corporate Development Officer)	Northbridge Financial Corporation	
	105 Adelaide Street West, 7 th Floor	
	Toronto, Ontario M5H 1P9	
Glenn Penny	Executive Vice President, Claims	Canadian
(Executive Vice President, Claims)	Northbridge Financial Corporation	
	105 Adelaide Street West, 7 th Floor	
	Toronto, Ontario M5H 1P9	
Lori McDougall	Executive Vice President, Corporate Innovation	Canadian
(Executive Vice President, Corporate Innovation)	Northbridge Financial Corporation	
	105 Adelaide Street West, 3rd Floor	
	Toronto, Ontario M5H 1P9	

**DIRECTORS AND EXECUTIVE OFFICERS OF
NORTHBRIDGE INDEMNITY INSURANCE CORPORATION**

The following table sets forth certain information with respect to the directors and executive officers of Northbridge Indemnity Insurance Corporation.

Name	Present Principal Occupation or Employment and the Name, Principal Business and Address of any Corporation or other Organization in which such employment is conducted	Citizenship
Silvy Wright	President and Chief Executive Officer, Northbridge Financial Corporation 105 Adelaide Street West, 7 th Floor Toronto, Ontario M5H 1P9	Canadian
(Chair of Board, and President & CEO)		
Fabian Richenberger	President, Northbridge Insurance Northbridge Financial Corporation 105 Adelaide Street West, 3rd Floor Toronto, Ontario M5H 1P9	Swiss
(Director, and President, Northbridge Insurance)		
Craig Pinnock	Chief Financial Officer, Northbridge Financial Corporation 105 Adelaide Street West, 7 th Floor Toronto, Ontario M5H 1P9	Canadian
(Director, and Chief Financial Officer)		
Jane Gardner	Executive Vice President, Enterprise Project Management Office Northbridge Financial Corporation 105 Adelaide Street West, 3rd Floor Toronto, Ontario M5H 1P9	Canadian
(Director, and Executive Vice President, Enterprise Project Management Office)		
Bryan S. Smith	Independent Business Consultant and Corporate Director Toronto, Ontario, Canada	Canadian
(Director)		
Robert J. Gunn	Independent Business Consultant and Corporate Director Toronto, Ontario, Canada	Canadian
(Director)		

Name	Present Principal Occupation or Employment and the Name, Principal Business and Address of any Corporation or other Organization in which such employment is conducted	Citizenship
Robert S. Weiss	Independent Business Consultant and Corporate Director	Canadian
(Director)	Toronto, Ontario, Canada	
Blair Manktelow	Chief Actuary,	Canadian
(Chief Actuary)	Northbridge Financial Corporation	
	105 Adelaide Street West, 7 th Floor	
	Toronto, Ontario M5H 1P9	
Gary Quon	Chief Corporate Development Officer	Canadian
(Chief Corporate Development Officer)	Northbridge Financial Corporation	
	105 Adelaide Street West, 7 th Floor	
	Toronto, Ontario M5H 1P9	
Glenn Penny	Executive Vice President, Claims	Canadian
(Executive Vice President, Claims)	Northbridge Financial Corporation	
	105 Adelaide Street West, 7 th Floor	
	Toronto, Ontario M5H 1P9	
Lori McDougall	Executive Vice President, Corporate Innovation	Canadian
(Executive Vice President, Corporate Innovation)	Northbridge Financial Corporation	
	105 Adelaide Street West, 3rd Floor	
	Toronto, Ontario M5H 1P9	

**DIRECTORS AND EXECUTIVE OFFICERS OF
FEDERATED INSURANCE COMPANY OF CANADA**

The following table sets forth certain information with respect to the directors and executive officers of Federated Insurance Company of Canada.

Name	Present Principal Occupation or Employment and the Name, Principal Business and Address of any Corporation or other Organization in which such employment is conducted	Citizenship
Silvy Wright (Chair of Board)	President and Chief Executive Officer, Northbridge Financial Corporation 105 Adelaide Street West, 7 th Floor Toronto, Ontario M5H 1P9	Canadian
John Paisley (Director, and President & Chief Executive Officer)	President, Federated Insurance Northbridge Financial Corporation 105 Adelaide Street West, 3rd Floor Toronto, Ontario M5H 1P9	Canadian
Craig Pinnock (Director, and Chief Financial Officer)	Chief Financial Officer, Northbridge Financial Corporation 105 Adelaide Street West, 7 th Floor Toronto, Ontario M5H 1P9	Canadian
Jane Gardner (Director, and Executive Vice President, Enterprise Project Management Office)	Executive Vice President, Enterprise Project Management Office Northbridge Financial Corporation 105 Adelaide Street West, 3rd Floor Toronto, Ontario M5H 1P9	Canadian
Bryan S. Smith (Director)	Independent Business Consultant and Corporate Director Toronto, Ontario, Canada	Canadian
Robert J. Gunn (Director)	Independent Business Consultant and Corporate Director Toronto, Ontario, Canada	Canadian

Name	Present Principal Occupation or Employment and the Name, Principal Business and Address of any Corporation or other Organization in which such employment is conducted	Citizenship
Robert S. Weiss	Independent Business Consultant and Corporate Director	Canadian
(Director)	Toronto, Ontario, Canada	
Blair Manktelow	Chief Actuary,	Canadian
(Chief Actuary)	Northbridge Financial Corporation	
	105 Adelaide Street West, 7 th Floor	
	Toronto, Ontario M5H 1P9	
Gary Quon	Chief Corporate Development Officer	Canadian
(Chief Corporate Development Officer)	Northbridge Financial Corporation	
	105 Adelaide Street West, 7 th Floor	
	Toronto, Ontario M5H 1P9	
Glenn Penny	Executive Vice President, Claims	Canadian
(Executive Vice President, Claims)	Northbridge Financial Corporation	
	105 Adelaide Street West, 7 th Floor	
	Toronto, Ontario M5H 1P9	
Lori McDougall	Executive Vice President, Corporate Innovation	Canadian
(Executive Vice President, Corporate Innovation)	Northbridge Financial Corporation	
	105 Adelaide Street West, 3rd Floor	
	Toronto, Ontario M5H 1P9	

**DIRECTORS AND EXECUTIVE OFFICERS OF
NORTHBRIDGE GENERAL INSURANCE CORPORATION**

The following table sets forth certain information with respect to the directors and executive officers of Northbridge General Insurance Corporation.

Name	Present Principal Occupation or Employment and the Name, Principal Business and Address of any Corporation or other Organization in which such employment is conducted	Citizenship
Silvy Wright (Chair of Board, and President & CEO)	President and Chief Executive Officer, Northbridge Financial Corporation 105 Adelaide Street West, 7 th Floor Toronto, Ontario M5H 1P9	Canadian
Fabian Richenberger (Director, and President, Northbridge Insurance)	President, Northbridge Insurance Northbridge Financial Corporation 105 Adelaide Street West, 3rd Floor Toronto, Ontario M5H 1P9	Swiss
Craig Pinnock (Director, and Chief Financial Officer)	Chief Financial Officer, Northbridge Financial Corporation 105 Adelaide Street West, 7 th Floor Toronto, Ontario M5H 1P9	Canadian
Jane Gardner (Director, and Executive Vice President, Enterprise Project Management Office)	Executive Vice President, Enterprise Project Management Office Northbridge Financial Corporation 105 Adelaide Street West, 3rd Floor Toronto, Ontario M5H 1P9	Canadian

(e) *Other Provisions.* Options may be subject to such other conditions including, but not limited to, restrictions on transferability of the shares acquired upon exercise of such Options, as the Committee may prescribe in its discretion or as may be required by applicable law.

8. SARs.

The Committee is authorized to grant

SARs to Grantees on the following terms and conditions:

(a) *In General.* Unless the Committee determines otherwise, an SAR (i) granted in tandem with an NQSO may be granted at the time of grant of the related NQSO or at any time thereafter or (ii) granted in tandem with an ISO may only be granted at the time of grant of the related ISO. An SAR granted in tandem with an Option shall be exercisable only to the extent the underlying Option is exercisable.

(b) *SARs.* An SAR shall confer on the Grantee a right to receive an amount of cash or Stock with respect to each share subject thereto, upon exercise thereof, equal to the excess of (i) the Fair Market Value of one share of Stock on the date of exercise over (ii) the grant price of the SAR (which in the case of an SAR granted in tandem with an Option shall be equal to the exercise price of the underlying Option, and which in the case of any other SAR shall be such price as the Committee may determine, but not less than the Fair Market Value of a share on the date of grant of such SAR).

9. Restricted Stock.

The Committee is authorized to grant Restricted Stock to Grantees on the following terms and conditions:

(a) *Issuance and Restrictions.* Restricted Stock shall be subject to such restrictions on transferability and other restrictions as the Committee may impose at the date of grant or thereafter, which restrictions may lapse separately or in combination at such times, under such circumstances, in such installments, or otherwise, as the Committee may determine; provided, however, notwithstanding the foregoing but subject to Section 14 hereof, each Restricted Stock Award shall be subject to restrictions, imposed at the date of grant, relating to either or both of (i) the attainment of Performance Goals by the Company or (ii) the continued employment of the Grantee with the Company, a Subsidiary or an Affiliate. All performance-based Restricted Stock Awards will have a minimum performance period of one year, with no vesting prior to the end of the performance period except in the case of

specified events, including, without limitation, death, disability or a Change in Control. With respect to any shares of Restricted Stock subject to restrictions which lapse solely based on the Grantee's continuation of employment with the Company, a Subsidiary or an Affiliate, such restrictions shall lapse over a vesting schedule (so long as the Grantee remains employed with the Company, a Subsidiary or an Affiliate) no shorter in

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duration than three years from the date of grant; provided that, such vesting schedule may provide for partial or installment vesting from time to time during such period, subject to acceleration in the case of specified events, including, without limitation, death, disability or a Change in Control. Except to the extent otherwise provided in an Award Agreement, a Grantee granted Restricted Stock shall have all of the rights of a stockholder including, without limitation, the right to vote Restricted Stock and the right to receive dividends thereon (subject to subsection (d) below).

(b) *Forfeiture*. Upon termination of employment with the Company or a Subsidiary or Affiliate, during the applicable restriction period, Restricted Stock and any accrued but unpaid dividends or Dividend Equivalents that are at that time subject to restrictions shall be forfeited; provided that the Committee may provide, by rule or regulation or in any Award Agreement, or may determine in any individual case, that restrictions or forfeiture conditions relating to Restricted Stock will be waived in whole or in part in the event of terminations resulting from specified causes, and the Committee may in other cases waive in whole or in part the forfeiture of Restricted Stock.

(c) *Certificates for Stock*. Restricted Stock granted under the Plan may be evidenced in such manner as the Committee shall determine. If certificates representing Restricted Stock are registered in the name of the Grantee, such certificates shall bear an appropriate legend referring to the terms, conditions, and restrictions applicable to such Restricted Stock, and the Company shall retain physical possession of the certificate.

(d) *Dividends*. Dividends paid on Restricted Stock shall be paid at the dividend payment date, in cash or in

shares of unrestricted Stock having a Fair Market Value equal to the amount of such dividends. Stock distributed in connection with a stock split or stock dividend, and distributed as a dividend, shall be subject to restrictions and a risk of forfeiture to the same extent as the Restricted Stock with respect to which such Stock has been distributed.

10. Phantom Stock Units.

The Committee is authorized to grant Phantom Stock Units to Grantees, subject to the following terms and conditions:

(a) *Award and Restrictions.* Delivery of Stock or cash, as determined by the Committee, will occur upon expiration of the deferral period specified for Phantom Stock Units by the Committee. The expiration of the deferral period shall be consistent with the requirements of Section 409A of the Code. The Committee may condition the vesting and/or payment of Phantom Stock Units, in whole or in part, upon the attainment of Performance Goals.

(b) *Forfeiture.* Upon termination of employment during the applicable deferral period or portion thereof to which forfeiture conditions apply, or upon failure to satisfy any other conditions precedent to the delivery of Stock or cash to which such Phantom Stock Units relate, all Phantom Stock Units that are then subject to deferral or restriction shall be forfeited; provided that, the Committee may provide, by rule or regulation or in any Award Agreement, or may determine in any individual case, that restrictions or forfeiture conditions relating to Phantom Stock Units will be waived in whole or in part in the event of termination resulting from specified causes, and the Committee may in other cases waive in whole or in part the forfeiture of Phantom Stock Units.

The Committee is also authorized to issue Phantom Stock Units to employees who have elected Phantom Stock Units as an investment alternative under deferred compensation plans, including

the Company's Deferred Compensation Plan for Executives and the Company's 2005 Deferred Compensation Plan for Executives. Such Awards may be settled hereunder by the delivery of cash or shares of Stock and shall otherwise be subject to the terms and conditions of such plans.

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11. Dividend Equivalents.

The Committee is authorized to grant Dividend Equivalents to Grantees. The Committee may provide, at the date of grant, that Dividend Equivalents shall be paid or distributed when accrued or shall be deemed to have been reinvested in additional Stock, or other investment vehicles as the Committee may specify, provided that Dividend Equivalents (other than freestanding Dividend Equivalents) shall be subject to all conditions and restrictions of the underlying Awards to which they relate and shall be subject to the requirements of Section 409A of the Code. A Dividend Equivalent cannot be made payable upon the exercise of an Option or SAR unless it is a separate arrangement that independently satisfies Section 409A of the Code.

12. Annual Incentive Compensation Program.

The Committee is authorized to grant Awards to Grantees pursuant to the Annual Incentive Compensation Program in the form of Other Cash-Based Awards, as deemed by the Committee to be consistent with the purposes of the Plan. Grantees will be selected by the Committee with respect to participation for a Plan Year and may include all employees. Awards granted under the Annual Incentive Compensation Program in respect of a Plan Year may be contingent on the attainment by the Company of one or more Performance Goals. The maximum payment that any Grantee may receive pursuant to an Award granted under the Annual Incentive Compensation Program in respect of any Plan Year shall be \$3,000,000. Payments earned hereunder may be decreased or, with respect to any Grantee who is not a Covered Employee, increased in the sole discretion of the Committee based on such factors as it deems appropriate. No payment to any Covered Employee shall be made prior to the certification by the Committee that

any applicable Performance Goals have been attained. The Committee may establish such other rules applicable to the Annual Incentive Compensation Program to the extent not inconsistent with Section 409A of the Code or, in the case of an Award intended to comply with Section 162(m) of the Code, to the extent not inconsistent with Section 162(m) of the Code.

13. Other Stock-Based or Cash-Based Awards.

The Committee is authorized to grant Awards to Grantees in the form of Other Stock-Based Awards or Other Cash-Based Awards, as deemed by the Committee to be consistent with the purposes of the Plan. The Committee shall determine the terms and conditions of such Awards at the date of grant or thereafter.

Awards granted pursuant to this Section 13 may be granted with value and payment contingent upon the attainment of certain Performance Goals, so long as such goals relate to periods of performance in excess of one calendar year. If an Award is so granted and the Award is intended to comply with Section 162(m) of the Code the maximum payment that any Grantee may receive pursuant to such Awards in respect of any performance period shall be \$3,000,000. Payments earned under such Awards may be decreased or, with respect to any Grantee who is not a Covered Employee, increased in the sole discretion of the Committee based on such factors as it deems appropriate, and no payment to any Covered Employee shall be made prior to the certification by the Committee that any applicable Performance Goals have been attained.

Whether or not value and payment of an Award is contingent upon the attainment of Performance Goals, payment of an Award granted pursuant to this Section 13 shall be made within two and one half months of the calendar year in which the Award vested, unless payment is deferred under terms

consistent with Section 409A of the Code. The Committee may establish such other rules applicable to the Other Stock-Based or Cash-Based Awards to the extent not

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inconsistent with Section 409A of the Code or, in the case of an Award intended to comply with Section 162(m) of the Code, to the extent not inconsistent with Section 162(m) of the Code.

14. Change in Control Provisions.

Unless otherwise determined by the Committee at the time of grant and evidenced in an Award Agreement or in a plan pursuant to which Awards are granted, in the event of a Change in Control:

(a) any Award carrying a right to exercise that was not previously exercisable and vested shall become fully exercisable and vested; and

(b) the restrictions, payment conditions, and forfeiture conditions applicable to any other Award granted under the Plan shall lapse and such Awards shall be deemed fully vested, and any Performance Goals imposed with respect to Awards shall be deemed to be fully achieved.

However, payment of an Award shall not be accelerated unless the Change in Control also constitutes a change in the ownership or effective control of the corporation, or in the ownership of a substantial portion of the assets of the corporation, within the meaning of Section 409A(2)(A)(v) of the Code.

15. Claims Procedures

(a) *Claims.* A Claimant may submit a claim for benefits in writing to the Committee. All benefit claims must be filed with the Committee within six months following the time the benefit was due.

(b) *Disposition of Claim.* The Committee shall send a written notification to the Claimant as to the disposition of the claim within sixty (60) days after receipt of such written claim, unless special circumstances require an extension of time for processing the claim. If an extension is required, the Claimant must be given written notice prior to the termination of

the initial 60-day period. In no event may such extension exceed a period of 60 days from the end of such initial period. The extension notice must indicate the special circumstances requiring an extension of time and the date by which the Committee expects to render the benefit determination. In the event the claim is wholly or partially denied, such written notification shall (i) state the specific reason or reasons for the denial, (ii) make specific reference to pertinent Plan provisions on which the denial is based, (iii) provide a description of any additional material or information necessary for the Claimant to perfect the claim and an explanation of why such material or information is necessary, (iv) set forth the procedure by which the Claimant may appeal the denial of his or her claim, including if the claim is under ERISA a statement of the Claimant's right to bring a civil action under section 502(a) of ERISA following an adverse benefit determination on review, and (v) advise the Claimant that the Claimant's failure to appeal the action to the Committee in writing within the 60-day period will render the Committee's determination final, binding and conclusive. Notice may be written or electronic.

(c) *Appeals.* In the event a Claimant wishes to appeal the denial of the claim, the Claimant may request a review of such denial by making application in writing to the Committee within sixty (60) days after receipt of such denial. The Claimant (or his or her duly authorized legal representative) may, upon written request to the Committee, review any documents pertinent to his or her claim, and submit in writing issues and comments in support of his or her position.

(d) *Disposition of Appeal.* Within sixty (60) days after receipt of a written appeal (unless special circumstances, such as the need to hold a hearing, require an extension of time, but in no

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event more than one hundred twenty (120) days after such receipt), the Committee shall notify the Claimant of the final decision. The final decision shall be in writing and shall include specific reasons for the decision, written in a manner calculated to be understood by the Claimant, and specific references to the pertinent Plan provisions on which the decision is based.

(e) *Determinations.* All benefit claim determinations shall be made in accordance with governing plan documents. Where appropriate, the Plan provisions must be applied consistently with respect to similarly-situated Claimants.

(f) *Exhaustion of Administrative Remedies.* The Claimant must exhaust these administrative remedies prior to commencing any other proceeding with respect to claims arising under the Plan.

(g) *Effective Date.* This Section shall apply to all Awards outstanding as of January 1, 2006, under the CNF Inc. 1997 Equity and Incentive Plan, in addition to the Awards granted under this Plan.

16. General Provisions.

(a) *Nontransferability.* Unless otherwise provided in an Award Agreement for an Award other than an ISO, Awards shall not be transferable by a Grantee except by will or the laws of descent and distribution or pursuant to a qualified domestic relations order as defined under the Code or Title I of ERISA, and shall be exercisable during the lifetime of a Grantee only by such Grantee or his guardian or legal representative.

(b) *No Right to Continued Employment, etc.* Nothing in the Plan or in any Award granted or any Award Agreement or other agreement entered into pursuant hereto shall confer upon any Grantee the right to continue in the employ of the Company, any Subsidiary or any Affiliate or to be entitled to any

remuneration or benefits not set forth in the Plan or such Award Agreement, or other agreement or to interfere with or limit in any way the right of the Company or any such Subsidiary or Affiliate to terminate such Grantee's employment.

(c) *Taxes.* The Company or any Subsidiary or Affiliate is authorized to withhold from any Award granted, any payment relating to an Award under the Plan, including from a distribution of Stock, or any other payment to a Grantee, amounts of withholding and other taxes due in connection with any transaction involving an Award (not to exceed the statutory minimum), and to take such other action as the Committee may deem advisable to enable the Company and Grantees to satisfy obligations for the payment of withholding taxes and other tax obligations relating to any Award. This authority shall include authority to withhold or receive Stock or other property and to make cash payments in respect thereof in satisfaction of a Grantee's tax obligations. If Stock is distributed to a Grantee with respect to an Award or the exercise thereof, and the withholding taxes exceed any cash being distributed at the same time, the Grantee may elect to have shares of Stock withheld sufficient to satisfy the withholding taxes that are in excess of such cash.

(d) *Stockholder Approval; Amendment and Termination.* The Plan shall take effect on the Effective Date, but the Plan and any grants of Awards shall be subject to the approval of the stockholders of the Company, which approval must occur within twelve (12) months of the Effective Date. If the stockholders of the Company do not so approve the Plan (either because they did not vote on the Plan within the twelve (12) months or because they voted on the Plan within the twelve (12) months but did not approve it), the Plan and all rights hereunder shall immediately terminate and no Grantee or transferee shall have any rights under the Plan or

any Award Agreement. The Board may at any time and from time to time alter, amend, suspend, or terminate the Plan in whole or in part; provided, however, that no amendment shall be effective without stockholder approval if such approval is required by law or New York Stock Exchange rules. Notwithstanding the foregoing,

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no amendment shall affect adversely any of the rights of any Grantee, without such Grantee's consent, under any Award theretofore granted under the Plan.

Unless earlier terminated by the Board pursuant to the provisions of the Plan, the Plan shall terminate on the tenth anniversary of its Effective Date. No Awards shall be granted under the Plan after such termination date.

(e) *Section 409A*. If any provision of this Plan, an Award Agreement, or a plan pursuant to which Awards are granted would cause compensation to be includible in a Grantee's income pursuant to Section 409A(a)(1)(A) of the Code, such provision shall be void, and the Plan, Award Agreement, or such plan shall be amended retroactively in such a way as to achieve substantially similar economic results without causing such inclusion.

(f) *No Rights to Awards; No Stockholder Rights*. No Grantee shall have any claim to be granted any Award under the Plan, and there is no obligation for uniformity of treatment of Grantees. Except as provided specifically herein, a Grantee or a transferee of an Award shall have no rights as a stockholder with respect to any shares covered by the Award until the date of the issuance of a stock certificate to him for such shares.

(g) *Unfunded Status of Awards*. The Plan is intended to constitute an unfunded plan for incentive compensation. With respect to any payments not yet made to a Grantee pursuant to an Award, nothing contained in the Plan or any Award shall give any such Grantee any rights that are greater than those of a general creditor of the Company.

(h) *No Fractional Shares*. No fractional shares of Stock shall be issued or delivered pursuant to the Plan or any Award. The Committee shall determine whether cash or other Awards shall be issued or paid in lieu of such fractional

shares or whether such fractional shares or any rights thereto shall be forfeited or otherwise eliminated.

(i) *Regulations and Other Approvals.*

(i) The obligation of the Company to sell or deliver Stock with respect to any Award granted under the Plan shall be subject to all applicable laws, rules and regulations, including all applicable federal and state securities laws, and the obtaining of all such approvals by governmental agencies as may be deemed necessary or appropriate by the Committee.

(ii) Each Award is subject to the requirement that, if at any time the Committee determines, in its absolute discretion, that the listing, registration or qualification of Stock issuable pursuant to the Plan is required by any securities exchange or under any state or federal law, or the consent or approval of any governmental regulatory body is necessary or desirable as a condition of, or in connection with, the grant of an Award or the issuance of Stock, no such Award shall be granted or payment made or Stock issued, in whole or in part, unless listing, registration, qualification, consent or approval has been effected or obtained free of any conditions not acceptable to the Committee.

(iii) In the event that the disposition of Common Stock acquired pursuant to the Plan is not covered by a then current registration statement under the Securities Act of 1933, as amended, and is not otherwise exempt from such registration, such Stock shall be restricted against transfer to the extent required by the Securities Act of 1933, as amended, or regulations thereunder, and the Committee may require a Grantee receiving Stock pursuant to the Plan, as a condition precedent to receipt of such Stock, to represent to the Company in writing that the Stock acquired by such Grantee is acquired for investment only and not with a view to distribution.

(j) *Governing Law.* The Plan and all determinations made and actions taken pursuant hereto shall be governed by the laws of the State of Delaware without giving effect to the conflict of laws principles thereof. Nothing in this document shall suggest that the EIP is subject to ERISA.

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CNF INC. This Proxy is Solicited on Behalf of the Board of Directors of

CNF Inc. The undersigned appoints J.C. POPE, W.J. SCHROEDER AND C.C.

WHITE III and each of them, the proxies of the undersigned, with full power of substitution, to vote the stock of CNF Inc., which the undersigned may be entitled to vote at the Annual Meeting of Shareholders to be held on Tuesday, April 18, 2006 at 9:00 A.M. at the Hotel du Pont, 11th and Market Streets, Wilmington, Delaware, and at any adjournments or postponements thereof. The proxies are authorized to vote in their discretion upon such other business as may properly come before the meeting and any and all adjournments or postponements thereof.

You are encouraged to specify your choices by marking the appropriate boxes, SEE REVERSE SIDE, but you need not mark any boxes if you wish to vote in accordance with the Board of Directors recommendations. **This proxy, when properly executed, will be voted in the manner directed herein. If no direction is made, this proxy will be voted FOR the election of directors and FOR items 2, 3 and 4 on the reverse side.** (PLEASE SIGN THIS CARD ON THE REVERSE SIDE) To include any comments, please mark this box. x CNF INC. P.O. BOX 11019 NEW YORK, N.Y. 10203-0019

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DETACH PROXY CARD HERE Please Sign, Date and Return Promptly

in the Enclosed Envelope. Votes must be indicated (x) in Black or Blue ink. The Board of Directors recommends a vote FOR the election of directors and FOR items 2, 3 and 4 below.

1. Election of five Class III directors for a three-year term.

FOR WITHHOLD FOR, EXCEPT WITHHOLD FROM ALL FOR ALL THE FOLLOWING

NOMINEE(S) Nominees: 01-William R. Corbin, 02-Margaret G. Gill, 03-Robert Jaunich II, 04-Henry H. Mauz, Jr., 05-Robert P. Wayman

(Instructions: To withhold authority to vote for any individual nominee, mark the FOR, EXCEPT WITHHOLD FROM THE FOLLOWING

NOMINEE(S) box and write that nominee's name on the following blank line.)

FOR AGAINST ABSTAIN

2. Approve name change to Con-way Inc.

3. Approve 2006 Equity and Incentive Plan 4.

Ratify appointment of Independent

Auditors The proxies

are hereby authorized to vote in their discretion upon such other matters as may properly come before the meeting and any adjournments or postponements thereof.

To change your address, please mark this

box. **x S C A N L I N E** Note: Please sign exactly as your name appears hereon. Joint owners should each sign. When signing as an attorney, executor, administrator, trustee or guardian, please give full title as such.

Date Share Owner sign here Co-Owner sign here

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Dear Fellow Employee: March ____, 2006 Enclosed is proxy material for the CNF Inc. Annual Meeting of Shareholders to be held on April 18, 2006. This material is being sent to you as a participant in the CNF Inc. Thrift and Stock Plan and includes (1) The Company's 2006 Proxy Statement and 2005 Annual Report, (2) a card to instruct T. Rowe Price Trust Company, the Plan Trustee, as to how you wish the shares of Company stock credited to your account to be voted, (3) if you wish to instruct the Trustee to vote the preferred shares of Company stock credited to your account differently than the common shares, a direction form to instruct the Trustee as to how you wish to vote such preferred shares, and (4) an envelope to forward your instructions to The Bank of New York, the Company's stock transfer agent. In order to vote the Company shares credited to your account, you must complete and return the enclosed instruction card giving the Trustee specific voting instructions for the common and preferred shares. If you wish, you may sign and return the card without giving specific voting instructions and the shares will be voted as recommended by the CNF Inc. Board of Directors. The instruction card will direct the Trustee to vote both the common and preferred shares of Company stock credited to your account. If you wish to vote the preferred shares of stock differently than the common shares, you must also complete the preferred stock direction form and return it to The Bank of New York with the instruction card. Under the terms of the Plan, the Trustee votes the shares of each class of Company stock credited to your account for which it does not receive a signed instruction card on a timely basis in the same manner and proportion as the shares in such class of stock for which it does receive valid voting instructions on a

timely basis. Your instruction card must be returned directly to The Bank of New York, the Company's stock transfer agent. It will be treated confidentially by the transfer agent and the Trustee. The exercise of shareholder voting rights is a very important feature of the Plan because it allows you to participate directly in the affairs of the Company. We urge you to exercise your voting rights. In order for the Trustee to comply with your instructions, The Bank of New York must receive your completed instruction card no later than April 14, 2006. Sincerely, Jennifer W. Pleggi Secretary

CNF INC. THRIFT AND STOCK PLAN

Direction of Participant to Trustee of CNF Inc. Thrift and Stock Plan (Common Stock and Preferred Stock)

The undersigned hereby directs the Trustee of CNF Inc. Thrift and Stock Plan to vote all shares of CNF Inc. common stock and preferred stock credited to the individual account of the undersigned under the Plan at the Annual Meeting of Shareholders of CNF Inc. to be held on Tuesday, April 18, 2006 at 9:00 A.M. at the Hotel du Pont, 11th and Market Streets, Wilmington, Delaware, and at any adjournments or postponements thereof. The Trustee is hereby directed to authorize the proxies to vote in their discretion upon such other business as may properly come before the meeting and any and all adjournments or postponements thereof. You are encouraged to specify your choices by marking the appropriate boxes, SEE REVERSE SIDE, but you need not mark any boxes if you wish to direct the Trustee to vote in accordance with the Board of Directors' recommendations.

This proxy, when properly executed, will be voted in the manner directed herein. If no direction is made, this proxy will be voted FOR the election of directors and FOR items 2, 3 and 4 on the reverse side. (PLEASE SIGN THIS CARD ON THE REVERSE

SIDE) To include any comments, please
mark this box. CNF INC. P.O. BOX
11114 NEW YORK, N.Y. 10203-0114

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DETACH PROXY CARD HERE Please Sign, Date and Return Promptly in the Enclosed Envelope. Votes must be indicated (x) in Black or Blue ink. The Board of Directors recommends a vote FOR the election of directors and FOR items 2, 3 and 4 below.

1. Election of five Class III directors for a three-year term.
FOR WITHHOLD FOR, EXCEPT WITHHOLD FROM ALL FOR ALL THE FOLLOWING

NOMINEE(S) Nominees: 01-William R. Corbin, 02-Margaret G. Gill, 03-Robert Jaunich II, 04-Henry H. Mauz, Jr., 05-Robert P. Wayman

(Instructions: To withhold authority to vote for any individual nominee, mark the FOR, EXCEPT WITHHOLD FROM THE FOLLOWING NOMINEE(S) box and write that nominee's name on the following blank line.)

FOR AGAINST ABSTAIN

2. Approve name change to Con-way Inc. 3. Approve 2006 Equity and Incentive Plan 4.

Ratify appointment of Independent Auditors The proxies are hereby authorized to vote in their discretion upon such other matters as may properly come before the meeting and any adjournments or postponements thereof.

To change your address, please mark this box. **S C A N L I N E** Note: Please sign exactly as your name appears hereon. Joint owners should each sign. When signing as an attorney, executor, administrator, trustee or guardian, please give full title as such.

Date Share Owner sign here Co-Owner sign here



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Dear Fellow Employee: March ____, 2006 Enclosed is proxy material for the CNF Inc. Annual Meeting of Shareholders to be held on April 18, 2006. This material is being sent to you as a participant in the Menlo Worldwide Forwarding, Inc. Savings Plan and includes (1) the Company's 2006 Proxy Statement and 2005 Annual Report, (2) a card to instruct T. Rowe Price Trust Company, the Plan Trustee, as to how you wish the shares of Company stock credited to your account to be voted, (3) if you wish to instruct the Trustee to vote the preferred shares of Company stock credited to your account differently than the common shares, a direction form to instruct the Trustee as to how you wish to vote such preferred shares, and (4) an envelope to forward your instructions to The Bank of New York, the Company's stock transfer agent. In order to vote the Company shares credited to your account, you must complete and return the enclosed instruction card giving the Trustee specific voting instructions for the common and preferred shares. If you wish, you may sign and return the card without giving specific voting instructions and the shares will be voted as recommended by the CNF Inc. Board of Directors. The instruction card will direct the Trustee to vote both the common and preferred shares of Company stock credited to your account. If you wish to vote the preferred shares of stock differently than the common shares, you must also complete the preferred stock direction form and return it to The Bank of New York with the instruction card. Shares of each class of Company stock credited to your account for which the Trustee does not receive a signed instruction card on a timely basis will be voted in the

manner determined by the Trustee. Your instruction card must be returned directly to The Bank of New York, the Company's stock transfer agent. It will be treated confidentially by the transfer agent and the Trustee. The exercise of shareholder voting rights is a very important feature of the Plan because it allows you to participate directly in the affairs of the Company. We urge you to exercise your voting rights. In order for the Trustee to comply with your instructions, The Bank of New York must receive your completed instruction card no later than April 14, 2006. Sincerely, Jennifer W. Pleggi Secretary MENLO WORLDWIDE FORWARDING, INC. SAVINGS PLAN Direction of Participant to Trustee of Menlo Worldwide Forwarding, Inc. Savings Plan (Common Stock and Preferred Stock) The undersigned hereby directs the Trustee of Menlo Worldwide Forwarding, Inc. Savings Plan to vote all shares of CNF Inc. common stock and preferred stock credited to the individual account of the undersigned under the Plan at the Annual Meeting of Shareholders of CNF Inc. to be held on Tuesday, April 18, 2006 at 9:00 A.M. at the Hotel du Pont, 11th and Market Streets, Wilmington, Delaware, and at any adjournments or postponements thereof. The Trustee is hereby directed to authorize the proxies to vote in their discretion upon such other business as may properly come before the meeting and any and all adjournments or postponements thereof. You are encouraged to specify your choices by marking the appropriate boxes, SEE REVERSE SIDE, but you need not mark any boxes if you wish to direct the Trustee to vote in accordance with the Board of Directors' recommendations. This proxy, when properly executed, will

**be voted in the manner directed herein. If no direction is made, this proxy will be voted FOR the election of directors and FOR items 2, 3 and 4 on the reverse side. (PLEASE SIGN THIS CARD ON THE REVERSE SIDE) To include any comments, please mark this box. x CNF
INC. P.O. BOX 11048 NEW YORK,
N.Y. 10203-0048**

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DETACH PROXY CARD HERE

Please Sign, Date and Return

Promptly in the Enclosed Envelope.

Votes must be indicated (x) in Black or Blue ink. The Board of Directors recommends a vote FOR the election of directors and FOR items 2, 3 and 4 below.

1. Election of five Class III directors for a three-year term. FOR x WITHHOLD x FOR, EXCEPT WITHHOLD FROM x ALL FOR ALL THE FOLLOWING

NOMINEE(S) Nominees: 01-William R. Corbin, 02-Margaret G. Gill, 03-Robert Jaunich II, 04-Henry H. Mauz, Jr., 05-Robert P. Wayman (Instructions: To withhold authority to vote for any individual nominee, mark the FOR, EXCEPT WITHHOLD FROM THE FOLLOWING NOMINEE(S) box and write that nominee's name on the following blank line.)

FOR AGAINST ABSTAIN 2. Approve name change to Con-way Inc.

x x x 3. Approve 2006 Equity and Incentive

Plan x x x 4. Ratify appointment of Independent

Auditors x x x The

proxies are hereby authorized to vote in their discretion upon such other matters as may properly come before the meeting and any adjournments or postponements thereof. To change

your address, please mark this box. x

SCANLINE Note: Please sign exactly as your name appears hereon. Joint

owners should each sign. When signing as an attorney, executor, administrator, trustee or guardian, please give full title as such. Date

Share Owner sign

here Co-Owner sign here

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**DIRECTION FORM (TASP)
SERIES B CUMULATIVE
CONVERTIBLE PREFERRED STOCK**

Direction to Trustee

**(USE ONLY IF YOU WISH TO VOTE
PREFERRED SHARES SEPARATELY)**

The undersigned hereby directs the Trustee of the CNF Inc. Thrift and Stock Plan to vote all shares of CNF Inc. preferred stock credited to the individual account of the undersigned under the Plan at the Annual Meeting of Shareholders of CNF Inc. to be held on Tuesday, April 18, 2006 at 9:00 A.M. or at any adjournments or postponements thereof.

This direction cannot be voted unless it is properly signed and returned. If properly signed and returned, the Trustee will vote as directed by the undersigned or, if no choice is specified, the Trustee will vote FOR the election of directors and FOR items 2, 3 and 4 below, as described in the accompanying proxy statement.

1. Election of Five Class III directors for a three-year term.

Nominees: William R. Corbin, Margaret G. Gill, Robert Jaunich II, Henry H. Mauz, Jr. and Robert P. Wayman

o Vote *FOR* all nominees listed above; except vote withheld from the following nominees (if any):

o Vote *WITHHELD* from all nominees.

2. Approve name change to Con-way Inc.
FOR o AGAINST o ABSTAIN o
3. Approve 2006 Equity and Incentive Plan.
FOR o AGAINST o ABSTAIN o
4. Ratify appointment of KPMG LLP as the Company's auditors for the year 2006.
FOR o AGAINST o ABSTAIN o

The Trustee is hereby directed to authorize the proxies to vote in their discretion upon such other business as may properly come before the meeting and any and all adjournments or postponements thereof.

,2006

Signature
of
Participant

Name
(Please
Print)

Address
(Please
Print)

City	State	Zip Code
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**DIRECTION FORM (MENLO
WORLDWIDE FORWARDING, INC.
SAVINGS PLAN)**

**SERIES B CUMULATIVE
CONVERTIBLE PREFERRED STOCK**

Direction to Trustee

**(USE ONLY IF YOU WISH TO VOTE
PREFERRED SHARES SEPARATELY)**

The undersigned hereby directs the Trustee of the Menlo Worldwide Forwarding, Inc.

Savings Plan to vote all shares of CNF Inc.

preferred stock credited to the individual account of the undersigned under the Plan at the Annual Meeting of Shareholders of CNF Inc. to be held on Tuesday, April 18, 2006 at 9:00 A.M. or at any adjournments or postponements thereof.

This direction cannot be voted unless it is properly signed and returned. If properly signed and returned, the Trustee will vote as directed by the undersigned or, if no choice is specified, the Trustee will vote FOR the election of directors and FOR items 2, 3 and 4 below, as described in the accompanying proxy statement.

1. Election of Five Class III directors for a three-year term.

Nominees: William R. Corbin, Margaret G. Gill, Robert Jaunich II, Henry H. Mauz, Jr. and Robert P. Wayman.

o Vote *FOR* all nominees listed above; except vote withheld from the following nominees (if any):

o Vote *WITHHELD* from all nominees.

2. Approve name change to Con-way Inc.
FOR o AGAINST o ABSTAIN o
3. Approve 2006 Equity and Incentive Plan.
FOR o AGAINST o ABSTAIN o
4. Ratify appointment of KPMG LLP as the Company's auditors for the year 2006.
FOR o AGAINST o ABSTAIN o

The Trustee is hereby directed to authorize the proxies to vote in their discretion upon such other business as may properly come before the meeting and any and all

adjournments or postponements thereof.

,2006

Signature
of
Participant

Name
(Please
Print)

Address
(Please
Print)

City State Zip
 Code